

IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

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WILLIAM CAMBRIDGE, and  
MARY PENATZER, individually  
and on behalf of all other persons  
similarly situated,

v.

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: 1:17-cv-1649-JEJ  
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:  
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:

SHEETZ, INC.

**DECLARATION OF MARC S. HEPWORTH  
IN SUPPORT OF PLAINTIFFS' UNOPPOSED  
MOTION FOR PRELIMINARY APPROVAL**

MARC S. HEPWORTH, an attorney admitted to the bar of this Court

*pro hac vice*, declares, under penalty of perjury that:

1. I am a partner Hepworth Gershbaum & Roth PLLC, who is,  
with Anapol Weiss, counsel for Plaintiffs William Cambridge and Mary  
Penatzer, individually and on behalf of all other persons similarly situated,  
and the opt-in Plaintiffs (collectively, "Plaintiffs").

2. I am fully familiar with the facts and circumstances set forth  
herein, and I make this Declaration in support of Plaintiffs' Motion for  
Preliminary Approval of the Settlement, as well as for the sending of notice  
and the scheduling of a Final Approval Hearing.

3. Annexed hereto as Exhibit 1 is a true and correct copy of the  
fully executed Settlement Agreement.

- i. Annexed as Exhibit A to the Settlement Agreement is a true and correct copy of a list of all FLSA Class Members, as defined in Section 1.6 of the Settlement Agreement.
- ii. Annexed as Exhibit B to the Settlement Agreement is a true and correct copy of a list of all Pennsylvania Rule 23 Class Members, as defined in Section 1.8 of the Settlement Agreement.
- iii. Annexed as Exhibit C to the Settlement Agreement is a true and correct copy of the proposed Preliminary Approval Order.
- iv. Annexed as Exhibit D to the Settlement Agreement is a true and correct copy of the proposed Final Approval Order.
- v. Annexed as Exhibit E to the Settlement Agreement is a true and correct copy of the Notice of Proposed Settlement of Class Action Lawsuit and Fairness Hearing.
- vi. Annexed as Exhibit F to the Settlement Agreement is a true and correct copy of the Settlement Class Member Amount.

4. Annexed hereto as Exhibit 2 is a true and correct copy of the Declaration of William Cambridge dated December 20, 2017.
5. Annexed hereto as Exhibit 3 is a true and correct copy of Mary Penatzer dated December 20, 2017.
6. Annexed hereto as Exhibit 4 is a true and correct copy of the Declaration of Shana Bowles dated December 20, 2017.
7. Annexed hereto as Exhibit 5 is a true and correct copy of the Declaration of Shaun Jedju dated December 20, 2017.
8. Annexed hereto as Exhibit 6 is a true and correct copy of the Declaration of Tarlette Holloway dated December 19, 2017.
9. Annexed hereto as Exhibit 7 is a true and correct copy of the Declaration of Ayannah Wilson dated December 19, 2017.
10. Annexed hereto as Exhibit 8 is a true and correct copy of the Declaration of Alicia Smith dated December 21, 2017.
11. Annexed hereto as Exhibit 9 is a true and correct copy of the Declaration of Linda Peck dated December 20, 2017.
12. Plaintiffs' counsel investigated this case extensively, obtained the declarations of the aforementioned named plaintiffs and six opt-in plaintiffs for a motion for conditional certification under the Fair Labor Standards Act ("FLSA").
13. Plaintiffs and Defendant engaged in extensive review of actual

hours worked punch data and pay records of opt-in plaintiffs and putative Rule 23 class members.

14. Settlement negotiations in this matter occurred under the direction and guidance of Carole Katz, Esq., a mediator with experience in wage and hour class actions.

15. There are approximately 612 members of the Rule 23 class.

16. It is expected that, on average, the value of the Participating Settlement Class Members' claims will be \$1,619.28.

17. Hepworth, Gershbaum & Roth, PLLC, is experienced in FLSA and wage and hour litigation. The firm, and particularly its attorneys involved in this case have, in the past several years, successfully litigated to conclusion FLSA/state wage and hour collective/class actions, and individual suits and settlements that, to date, exceed 74 million dollars. Some of the other cases involving wage and hour class actions that Hepworth, Gershbaum & Roth, PLLC have been involved are as follows: *Youngblood v. Family Dollar*, 1:09-cv-03176 (S.D.N.Y) (co-counsel in a misclassification store manager case, wherein the Rule 23 case was certified and subsequently settled for 14 million); *Hegab v. Family Dollar Stores, Inc.*, 1:11-cv-01206 (D.N.J.) (co-lead counsel on a wage and hour misclassification matter settled for \$1,150,000); *Fermin v. Rite Aid of New York, Inc.*, 1:08-cv-11364 (S.D.N.Y.) (co-lead counsel on a wage and hour

misclassification matter, settled as part of *Craig v. Rite Aid*, 4:08-cv-02317(S.D.N.Y.) for (\$20,900,000.00); *Ibea v. Rite Aid Corporation*, 1:11-cv-5260 (S.D.N.Y) (co-counsel on a misclassification case certified under FLSA 216(b) as a collective action, settled as part of *Craig v. Rite Aid*, 4:08-cv-02317(S.D.N.Y.) for \$20,900,000.00); *Ferreira v. Modell's et al.*, 1:11-cv-02395 (S.D.N.Y.) (co-lead counsel on a wage and hour misclassification case certified under FLSA 216(b) as a collective action, settled); *Charles v. Nationwide Mutual Insurance Company, Inc.*, 1:09-cv-0094 (E.D.N.Y) (co-lead counsel on a wage and hour “off the clock” claim, settled); *Morales, et al., v. Sovereign Bank*, Case No.: 13 160 02098 11 (co-lead counsel on a wage and hour misclassification case settled for \$1,450,000.00 via mandatory arbitration); “*Doe's*” v. “*Smith*” Corporation, (a confidential seven figure settlement for five African Americans subjected to employment discrimination on the basis of their race); *Ogaian v. Bed Bath and Beyond, Inc., et al.*, 12-cv-01273 (S.D.N.Y.)(co-lead counsel on a wage and hour misclassification matter, settled); *Dickerson-Muhammed v. West Customer Management Group, LLC.*, Index No. 21322/2008 (Sup. Ct. County of Queens) (co-lead counsel on a wage and hour case resolved under a confidentiality agreement); *Caballero v. Zaloumis Contracting Service, et al.*, 1:11-cv-01121 (S.D.N.Y.) (co-lead counsel on a wage and hour matter resolved); *McKee v. Petsmart, Inc.*, 1:12-cv-01117 (D. Del.)(co-lead counsel

on a wage and hour misclassification, certified under FLSA 216(b) as a collective action; and settled for \$3,800,000.00); *Cunningham v. EDS*, 1:06-cv-5260 (S.D.N.Y) (co-lead counsel on a misclassification case certified under FLSA 216(b) as a collective action and settled for a Maximum Gross Settlement Amount of \$11,800,000.00); *Costello, et. al. v. Kohl's Illinois Inc. et. al.*, 1:13-cv-1359 (S.D.N.Y.) (lead counsel on a wage and hour misclassification case certified under FLSA 216(b) as a collective action and settled for \$4,000,000.00); and *Bedoya, et. al. v. Level 42 Associates, LLC et al.*, 14-cv-01333 (S.D.N.Y.) (counsel on a wage and hour collective and class action, settled). Other matters wherein our firm is lead or co-counsel include: *Kellgren v. Petco Animal Supplies, Inc.*, 3:13-cv-00644 (S.D. Ca) (co-lead counsel on a wage and hour misclassification case certified under FLSA 216(b), currently pending); *Burns v. The TJX Companies, Inc.*, (D. Mass.) (co-lead counsel on a wage and hour collective and class action, pending settlement approval on the training portion of the case); *Halleen, et al. v. Belk Corporation, et al.*, 3:13-cv-04116 (D.N.J)(co-lead counsel on a wage and hour misclassification case certified under FLSA 216(b) as a collective action, case currently pending settlement approval ); *McEarchen, et al. v. Urban Outfitters, Inc.*, 13-cv-3569 (E.D.N.Y.)(co-lead counsel on a wage and hour misclassification case certified under FLSA 216(b) as a collective action, case currently pending) and many others. Annexed hereto

as Exhibit 12 is a true and correct copy of a biography of Hepworth Gershbaum & Roth, PLLC and its attorneys, Marc S. Hepworth, David A. Roth, Charles Gershbaum and Rebecca Predovan.

18. Annexed hereto as Exhibit 10 is a true and correct copy of a biography of the proposed local Plaintiffs' Class Counsel, Anapol Weiss, and its attorneys David S. Senoff and Clayton Flaherty.

19. Annexed hereto as Exhibit 11 is a true and correct copy of mediator Carole Katz's biography from her website, [www.carolekatz.com/about](http://www.carolekatz.com/about).

20. Defense counsel from Littler Mendelson, P.C. is well-versed in wage/hour collective and class action cases and has represented employers in cases similar to this one.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on this 25th day of February, 2019, in New York, New York.

s/ Marc S. Hepworth  
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